

OFFICE OF THRIFT SUPERVISION
Approval of Application to Establish an Operating Subsidiary

Order No. 2000-64
Date: July 28, 2000

Matrix Capital Bank, Las Cruces, New Mexico (the Savings Bank) has applied to the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1828(m) and 12 C.F.R. Part 559, to establish an operating subsidiary, Matrix Financial Services Corporation (MFSC).

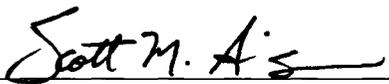
The OTS has considered the application under the standards set forth at 12 C.F.R. Part 559. In addition, the OTS has considered the digests prepared by the Midwest Regional Office and the Office of Examination and Supervision, and a legal opinion from the Business Transactions Division (collectively, the Staff Memoranda).

For the reasons set forth in the Staff Memoranda, the OTS has concluded that the establishment of the operating subsidiary would comply with all applicable statutes and regulations. Accordingly, the application is hereby approved, provided that the following conditions are complied with in a manner satisfactory to the Midwest Regional Director, or his designee (Regional Director):

1. The transfer of MFSC must be completed in accordance with Generally Accepted Accounting Principles; and
2. For a one year period following the transfer of MFSC, the Savings Bank must provide monthly copies of MFSC's financial statements to the Regional Director.

By order of the Office of Thrift Supervision, or her designee, effective

July 28, 2000.



Scott M. Albinson
Managing Director
Office of Thrift Supervision